

APPENDIX –MERGER CONDITIONS (WIRELESS)**1. MERGER CONDITIONS**

- 1.1 For purposes of this Appendix only "SBC/Ameritech" is defined as one or more of the following SBC owned ILEC(s) as appropriate to the underlying Agreement (without reference to this Appendix) in those geographic areas where the referenced SBC owned Company is the ILEC: Nevada Bell Telephone Company, Pacific Bell Telephone Company, The Southern New England Telephone Company, Southwestern Bell Telephone Company, Illinois Bell Telephone Company, Indiana Bell Telephone Company, Incorporated, Michigan Bell Telephone Company, and the Ohio Bell Telephone Company.
- 1.2 SBC/Ameritech will provide to Carrier an alternative dispute resolution ("ADR") process designed to resolve carrier-to-carrier disputes before such disputes become formal complaints before the Commission as set out in the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (FCC Merger Conditions) and other items as specified herein.
- 1.3 The Parties agree to abide by and incorporate by reference into this Appendix the FCC Merger Conditions.
- 1.4 This Appendix terminates the earlier of (1) the date the Agreement terminates or (2) the date SBC/Ameritech obligations cease under the FCC Merger Conditions.

2. DEFINED TERMS

- 2.1 Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Agreement and in the FCC Merger Conditions.
- 2.2 "FCC Merger Conditions" means the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141.

3. ALTERNATE DISPUTE RESOLUTION

- 3.1 In addition to the foregoing, upon Carrier's request, the Parties shall adhere to and implement, as applicable, the Alternative Dispute Resolution guidelines and procedures described in the FCC Merger Conditions including Attachment D.

4. CONFLICTING CONDITIONS

- 4.1 If any of the FCC Merger Conditions in this Appendix and conditions imposed in connection with the merger under state law grant similar rights against SBC/Ameritech, Carrier shall not have a right to invoke the relevant terms of these FCC Merger Conditions in this Appendix if Carrier has invoked substantially related conditions imposed on the merger under state law in accordance the FCC Merger Conditions.

5. SUSPENSION OF CONDITIONS

- 5.1 If the Merger Agreement is terminated, or the FCC Merger Conditions are overturned or any of the provisions of the FCC Merger Conditions that are incorporated herein by reference are amended or modified as a result of any order or finding by the FCC, a court of competent jurisdiction or other governmental and/or regulatory authority, any impacted provision described in this Appendix shall be automatically and without notice suspended as of the date of such termination or order or finding and shall not apply to any product or service purchased by Carrier or provisioned by SBC/Ameritech after the date of such termination or order or finding. Thereafter, SBC/Ameritech 's continued provision and Carrier's payment for any service or item originally ordered or provided under this Appendix shall be governed by the rates, terms, and conditions as currently contained in the Agreement without reference to this Appendix. In the event that the FCC changes, modifies, adds or deletes any of the FCC Merger Conditions set forth herein, the Parties agree that the FCC's final order controls and takes precedence over the FCC Merger Conditions set forth herein.